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COMPANIES FORM No. 410(Scot)

410**Particulars of a charge created
by a company registered in Scotland**

003029

Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

126734

Name of company

* Marshall Wilson Packaging Limited* Insert full name
of company

Date of creation of the charge (note 1)

6 March 1991

Description of the instrument (if any) creating or evidencing the charge (note 1)

Bond and Floating Charge

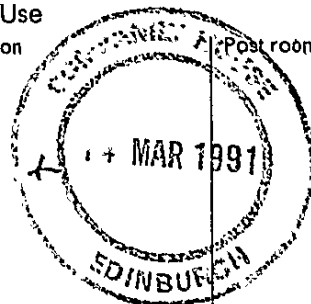
Amount secured by the charge

All sums due or to become due by
Marshall Wilson Packaging Limited

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland, incorporated by Act of
Parliament and having their Head Office at The Mound, Edinburgh.Presentor's name address telephone
number and reference (if any):
The Governor and Company of
The Bank of Scotland,
Law Department, PO Box 152
110 St Vincent Street,
Glasgow G2 5EJ
Telephone: 041.221.7071.
Our Ref: L/

S7/DGW/7-0748

For official Use
Charges Section

Short particulars of all the property charged.

Please do not
write in
this margin

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in black type, or
bold block lettering

The whole assets of the company.

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

The Instrument contains a clause prohibiting the creation of any fixed security as defined by the Companies Act 1985, having priority over or ranking equally with this Floating Charge.

Excepting from this prohibition any fixed security which may subsequent to the date of the Bond and Floating Charge be granted by the Company in favour of the Bank which shall have priority over the Floating Charge hereby created.

Particulars as to commission, allowance or discount paid (see section 413(3))

Signed D. G. Whiteford Date 13-3-91

On behalf of [company][chargee]† Bank of Scotland

Notes

† delete as
appropriate

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc. should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples — date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company Number

126734

I hereby certify that a charge created by

MARSHALL WILSON PACKAGING LIMITED

on

6 March 1991

for securing

all sums due or to become due

in favour of

the Governor and Company of the Bank of Scotland

**was delivered pursuant to section 410 of the Companies Act,
1985, on**

14 March 1991

Signed at Edinburgh

19 March 1991

J Henderson

J Henderson
Registrar of Companies